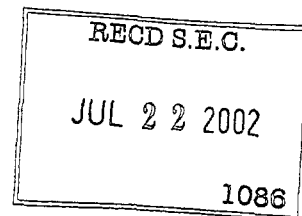




UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Form CB  
Amendment No. 1



**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	<input type="checkbox"/>
Securities Act Rule 802 (Exchange Offer)	<input type="checkbox"/>
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	<input checked="" type="checkbox"/>
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	<input checked="" type="checkbox"/>
Exchange Act Rule 14e-2(d) (Subject Company Response)	<input type="checkbox"/>

Baan Company N.V. in liquidatie

(Name of Subject Company)

**PROCESSED**

**JUL 23 2002**

Baan Company N.V. in liquidation

(Translation of Subject Company's Name into English (if applicable))

**THOMSON  
FINANCIAL**

The Netherlands

(Jurisdiction of Subject Company's Incorporation or Organization)

Invensys Holdings Limited; Invensys Plc

(Name of Person(s) Furnishing Form)

Common Shares, par value NLG 0.06 per share

(Title of Class of Subject Securities)

NO 8044 10 4

(CUSIP Number of Class of Securities (if applicable))

VictoriaHull

Invensys Plc

Invensys House

Carlisle Place

London, SW1PLBx United Kingdom

44 20 7834 3848

Copy to:

Sanford Kreiger

Fried, Frank, Harris, Shriver & Jacobson

One New York Plaza

New York, New York 10004-1980

(212) 859-8000

(Name, Address (including zip code) and Telephone Number (including area code) of  
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

June 17, 2002

(Date Tender Offer/Rights Offering Commenced)

## **PART I – INFORMATION SENT TO SECURITY HOLDERS**

### **Item 1.       *Home Jurisdiction Documents***

- (a)     See Exhibit I.1(a)(iii).

Exhibit I.1(a)(iii) Joint press release, dated July 22, 2002, issued by Invensys Holdings Limited, Invensys Plc and Baan Company N.V. in liquidatie announcing extension of Exit Offer.

- (b)     Not applicable.

### **Item 2.       *Informational Legends***

Not applicable.

## **PART II – INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

- (1)     Not applicable.  
(2)     Not applicable.  
(3)     Not applicable.

## **PART III – CONSENT TO SERVICE OF PROCESS**

- (1)     Form F-X filed with the Commission on June 18, 2002.  
(2)     Not applicable.

#### **PART IV – SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

#### **INVENSYS HOLDINGS LIMITED**

Date: July 22, 2002

By: /s/ J R W Clayton

Name: J R W Clayton

Title: Director

#### **INVENSYS PLC**

Common Seal affixed in presence of:

Date: July 22, 2002

/s/ J R W Clayton

Name: J R W Clayton

Title: Authorised Signatory

Exhibit	Description	Page No.
I.1(a)(iii)	Joint press release, dated July 22, 2002, issued by Invensys Holdings Limited, Invensys Plc and Baan Company N.V. in liquidatie announcing extension of Exit Offer.	5

**PRESS RELEASE**

Extension of Exit offer by Invensys Holdings Ltd on Baan Company N.V. in liquidatie until 16 August 2002

On 17 June 2002 Invensys Holdings Ltd. announced its exit offer on all outstanding shares in Baan Company NV in liquidatie at an offer price of Euro 2.85 per share. The offering period commenced on 19 June and will expire on (and including) 19 July 2002, close of Euronext Stock Exchange, unless extended.

As per 19 July 2002, 22,937,309 shares, constituting 8.6% of the total outstanding share capital in Baan Company N.V. in liquidatie, were offered to and purchased by Invensys Holdings Ltd. under the exit offer. This brings the total number of Baan shares held by Invensys Holdings Ltd. as per 19 July 2002 at 242,157,202, constituting 90.6% of the total outstanding share capital in Baan Company N.V. in liquidatie.

**Invensys Holdings Ltd. is extending the offering period of the exit offer until 16 August 2002, close of Euronext Stock Exchange, unless further extended.**

Shareholders who wish to sell their Baan shares can offer their shares during the extended offering period, via the Seatholders Euronext Amsterdam through which they hold their shares, to ABN AMRO Bank N.V., Amsterdam, in which case Invensys will be required to purchase those shares for a sum of €2.85 per share. The Seatholders Euronext Amsterdam are requested to offer and deliver the shares to the Necigef account number 009 ISS2, stating "in favour of account 41.46.27.334". In principle, payment of the offered price of €2.85 per share will take place on the third Euronext business day after the delivery to ABN AMRO Bank N.V. has taken place.

The Seatholders Euronext Amsterdam will receive a commission of € 0.0034 per tendered and delivered share (with a maximum of €10,000 per depot) being paid by Invensys. In principle, the exit bid will therefore be free of brokerage commission for the Baan shareholders who have accepted the exit bid.

The Authority Financial Markets has granted an exemption from certain requirements under the 1995 Securities Transactions Supervision Act. The full text of the exemption as well as the advertisement and all further relevant information are available at [www.baancompanynv.com](http://www.baancompanynv.com).

Please contact Duncan Bonfield at Invensys Plc., London, phone +44 207 821 3529 for any further information or contact J.R.W. Figiel at ABN AMRO Bank N.V., Issuing Institutions/Corporate Actions, phone +31 76 579 9486.

Holders of securities of Baan registered in the United states wishing to take advantage of the extended offer should contact D.F. King Co., Inc., the information agent for the exit offer in the United States (phone 800-769-6414) to obtain information on how to participate.

Invensys Plc  
Invensys Holdings Ltd.

Baan Company NV in liquidatie

*United States holders should note that the exit offer described above will be made in accordance with Dutch law (including the exemption described above) and will be subject to disclosure and other procedural requirements that are different from those under United States law.*